

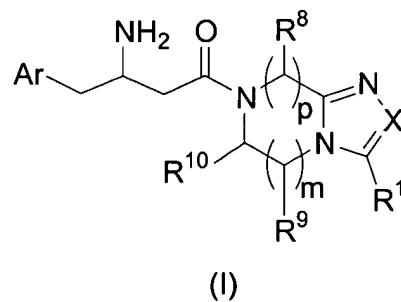
Amendment to the Claims:

Cancel Claim 28.

Add Claim 31.

Listing of Claims:

1. (original) A compound of structural formula I:



wherein

each n is independently 0, 1, or 2;

m is 1 or 2;

p is 1 or 2; with the proviso that m + p is 3;

X is N or CR²;

Ar is phenyl substituted with one to five R³ substituents;

R¹ and R² are each independently selected from the group consisting of

hydrogen,

halogen,

hydroxy,

cyano,

C₁₋₁₀ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents

independently selected from halogen or hydroxy,

C₁₋₁₀ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five substituents

independently selected from halogen or hydroxy,

C₁₋₁₀ alkylthio, wherein alkylthio is unsubstituted or substituted with one to five

substituents independently selected from halogen or hydroxy,

C₂-10 alkenyl, wherein alkenyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy, (CH₂)_nCOOH, (CH₂)_nCOOC₁₋₆ alkyl, (CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; or R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; (CH₂)_n-NR⁴R⁵, (CH₂)_n-OCONR⁴R⁵, (CH₂)_n-SO₂NR⁴R⁵, (CH₂)_n-SO₂R⁶, (CH₂)_n-NR⁷SO₂R⁶, (CH₂)_n-NR⁷CONR⁴R⁵, (CH₂)_n-NR⁷COR⁷, (CH₂)_n-NR⁷CO₂R⁶, (CH₂)_n-COR⁶, (CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, (CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, cyano, hydroxy, NR⁷SO₂R⁶, SO₂R⁶, CO₂H, C₁₋₆ alkyloxycarbonyl, C₁₋₆ alkyl, and

C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and

(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

wherein any methylene (CH₂) carbon atom in R¹ or R² is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C₁₋₄ alkyl unsubstituted or substituted with one to five halogens;

each R³ is independently selected from the group consisting of

hydrogen,

halogen,

cyano,

hydroxy,

C₁₋₆ alkyl, unsubstituted or substituted with one to five halogens, and

C₁₋₆ alkoxy, unsubstituted or substituted with one to five halogens;

R⁶ is independently selected from the group consisting of tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and wherein any methylene (CH₂) carbon atom in R⁶ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, C₁₋₄ alkyl, and C₁₋₄ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

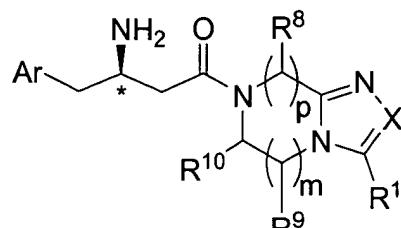
each R⁷ is hydrogen or R⁶;

each R⁸, R⁹, and R¹⁰ is independently selected from the group consisting of hydrogen,

cyano,
carboxy,
C₁₋₆ alkyloxycarbonyl,
C₁₋₁₀ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkoxy, carboxy, C₁₋₆ alkyloxycarbonyl, and phenyl-C₁₋₃ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,
(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,
(CH₂)_n-C₃₋₆ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and
(CH₂)_nCONR⁴R⁵, wherein R⁴ and R⁵ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH₂)_n-phenyl, (CH₂)_n-C₃₋₆ cycloalkyl, and C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl, and C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; or R⁴ and R⁵ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C₁₋₆ alkyl,

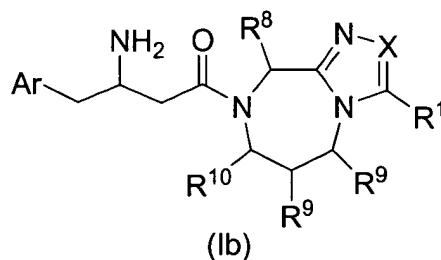
and C1-6 alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;
wherein any methylene (CH₂) carbon atom in R⁸, R⁹ or R¹⁰ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C1-4 alkyl unsubstituted or substituted with one to five halogens.

2. (original) The compound of Claim 1 of structural formula Ia wherein the carbon atom marked with an * has the *R* configuration:



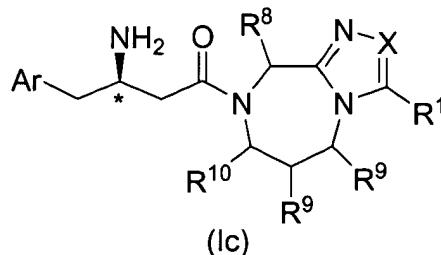
(Ia)

3. (original) The compound of Claim 1 of structural formula Ib:



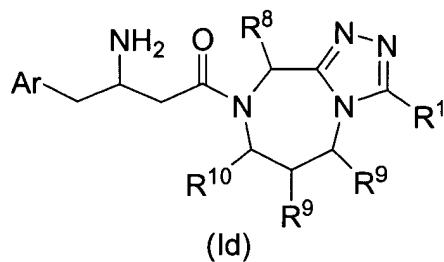
(Ib)

4. (original) The compound of Claim 3 of structural formula Ic wherein the carbon atom marked with an * has the *R* configuration

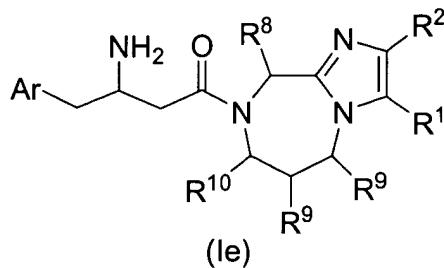


(Ic)

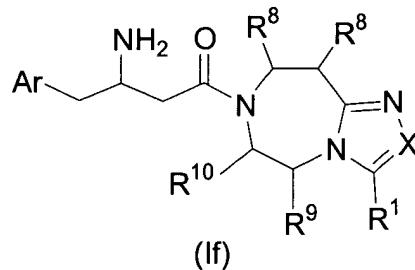
5. (original) The compound of Claim 3 of structural formula Id:



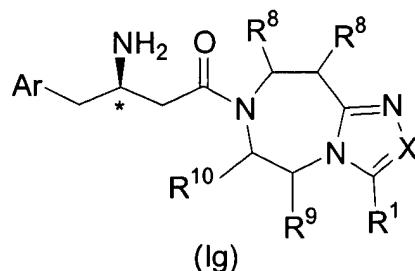
6. (original) The compound of Claim 3 of structural formula Ie:



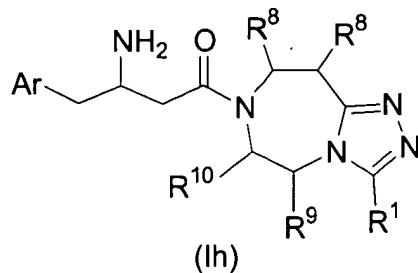
7. (original) The compound of Claim 1 of structural formula If:



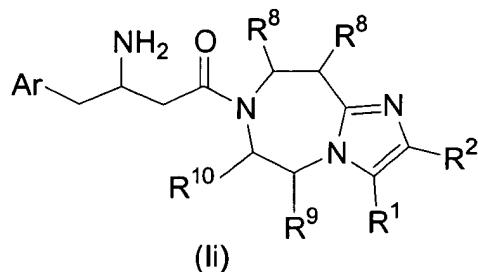
8. (original) The compound of Claim 7 of structural formula Ig wherein the carbon atom marked with an * has the R configuration:



9. (original) The compound of Claim 7 of structural formula Ih:



10. (original) The compound of Claim 7 of structural formula II:



11. (original) The compound of Claim 1 wherein R³ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

12. (original) The compound of Claim 11 wherein R³ is selected from the group consisting of hydrogen, fluoro, and chloro

13. (original) The compound of Claim 1 wherein R¹ is selected from the group consisting of:

hydrogen,

halogen,

C₁₋₆ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents

independently selected from halogen or hydroxy,

(CH₂)_n-aryl, wherein aryl is unsubstituted or substituted with one to five substituents

independently selected from halogen, CN, hydroxy, NR⁷SO₂R⁶, SO₂R⁶, CO₂H,

C₁₋₆ alkyloxycarbonyl, C₁₋₆ alkyl, and

C₁₋₆ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

(CH₂)_n-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C₁₋₆ alkyl, and C₁₋₆

alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and
wherein any methylene (CH_2) carbon atom in R^1 is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C_{1-4} alkyl unsubstituted or substituted with one to five halogens.

14. (original) The compound of Claim 13 wherein R^1 is selected from the group consisting of
hydrogen,
methyl,
trifluoromethyl,
phenyl,
4-fluorophenyl,
4-(trifluoromethyl)phenyl,
4-(trifluoromethoxy)phenyl, and
5-methyl-1,3,4-oxadiazol-2-yl.

15. (original) The compound of Claim 1 wherein R^2 is selected from the group consisting of
hydrogen,
halogen, and
 C_{1-6} alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy.

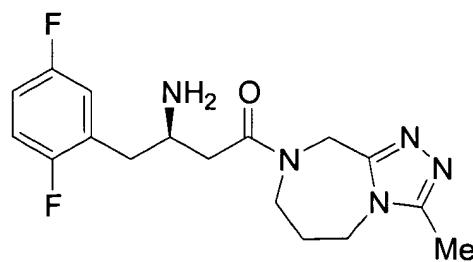
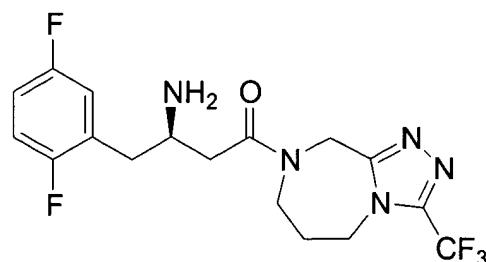
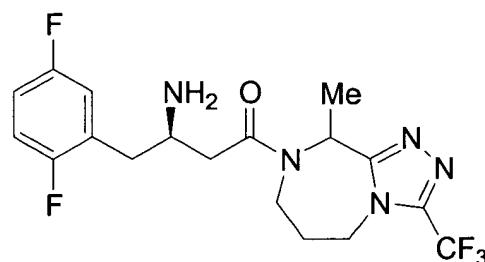
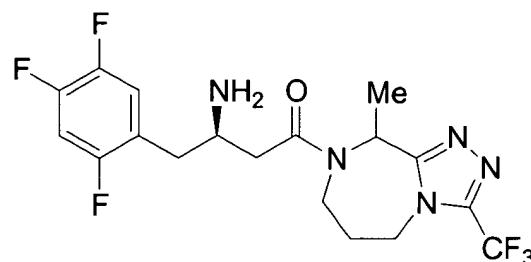
16. (original) The compound of Claim 15 wherein R^2 is selected from the group consisting of hydrogen and trifluoromethyl.

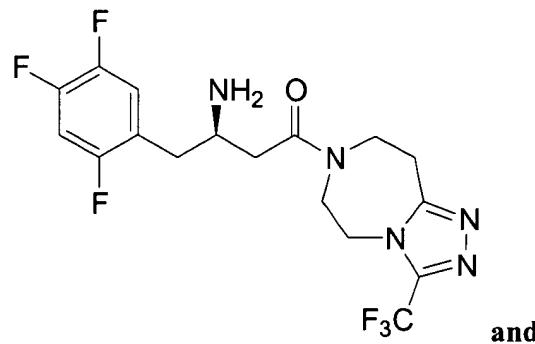
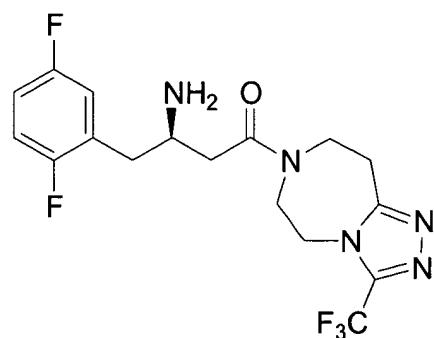
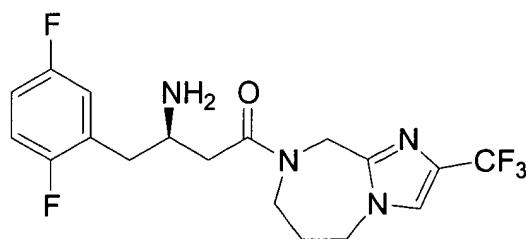
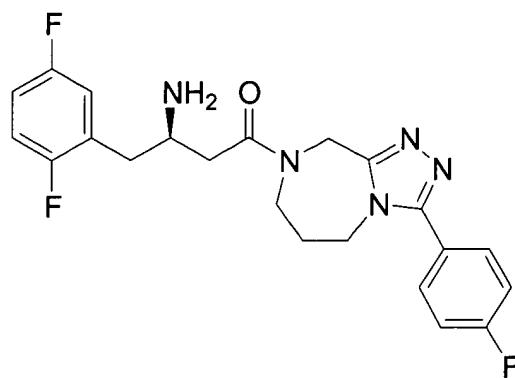
17. (original) The compound of Claim 1 wherein R^8 , R^9 , and R^{10} are independently selected from the group consisting of:
hydrogen and
 C_{1-6} alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C_{1-6} alkoxy, and phenyl- C_{1-3} alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

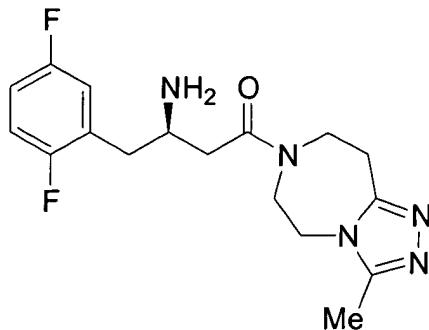
18. (original) The compound of Claim 17 wherein R⁸, R⁹, and R¹⁰ are each independently selected from the group consisting of hydrogen and methyl.

19. (original) The compound of Claim 18 wherein R⁹ and R¹⁰ are hydrogen.

20. (original) The compound of Claim 2 which is selected from the group consisting of:







or a pharmaceutically acceptable salt thereof.

21. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (cancelled)

23. (original) A method for treating non-insulin dependent (Type 2) diabetes in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

24. (original) A method for treating hyperglycemia in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

25-30. (cancelled)

31. (new) The pharmaceutical composition of Claim 21 further comprising a second active ingredient selected from the group consisting of metformin, rosiglitazone, and pioglitazone.